

EXECUTIVE OFFICES

INTERMOUNTAIN GAS COMPANY

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IDAHO PUBLIC
UTILITIES COMMISSION

December 11, 2013

Ms. Jean Jewell
Idaho Public Utilities Commission
472 W. Washington St.
P.O. Box 83720
Boise, ID 83720-0074

RE: Case No. INT-G-13-07

Dear Jean,

Attached for filing with the Commission are several documents related to securities issuances previously approved by this Commission.

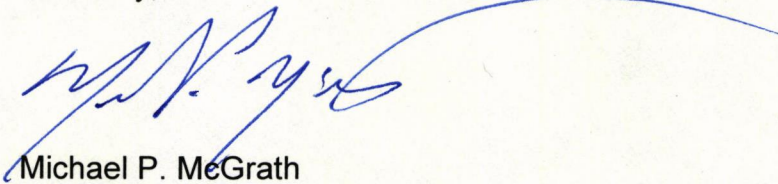
On July 23rd, 1998, Intermountain Gas Company ("Intermountain") filed with this Commission Case INT-G-98-05 for Authorization to Issue and Sell not more than \$58,000,000 Senior Debentures, 7.26% due 2018 with Teachers Insurance & Annuity Association of America (TIAA). This issuance was approved by this Commission in Order No. 27689 on August 25, 1998. The key financial terms of these Senior Debentures have not changed since the issuance of Commission Order No. 27689. There were, however, two (2) Amendments to the Debenture Purchase Agreement ("1998 Agreement" or "DPA") related to this debt issuance of a housekeeping nature that were consummated since that Commission Order. Amendment No. 1 dated February 14, 2007 was made to the DPA to allow for and accommodate changes to the limitation on indebtedness for money borrowed. Amendment No. 2 to the DPA dated September, 2008 acknowledged the purchase of Intermountain Gas Company by MDU Resources Group, Inc. ("MDUR") and amended the DPA to permit Intermountain to file consolidated income tax returns with MDUR or its subsidiaries. Attached hereto are copies of the aforementioned Amendments to the original 1998 Agreement.

Additionally, and pursuant to a related matter, Intermountain filed Case No. INT-G-13-06 on August 29, 2013 for Authorization to Issue and Sell Unsecured Notes not to exceed \$50,000,000 with the same Teachers Insurance & Annuity Association of America. This issuance was approved by this Commission in Order No. 32896 on September 24, 2013. Along with the Note Purchase Agreement ("NPA") dated as of October 30, 2013 ("2013 Agreement") related to this \$50,000,000 Unsecured Note issuance, TIAA wishes to amend the 1998 Agreement to conform to the same terms, conditions and reporting standards included with the NPA. As you know,

since 1998, the financial world has radically changed to include additional reporting requirements pertaining to these matters and the restated 1998 Agreement (Amended NPA) conforms to these updated standards. Attached hereto are copies of both the 2013 NPA and the Amended NPA restating the 1998 Agreement.

Intermountain Gas Company hereby respectfully requests that the Idaho Public Utilities Commission issue a formal Order acknowledging these updated Agreements along with their embedded terms and conditions and affirm that no further Commission approval is required for these Agreements and their amendments.

Sincerely,



Michael P. McGrath
Director – Regulatory Affairs
Intermountain Gas Company

Enclosures

cc: Scott Madison
Mark Chiles
Morgan W. Richards
Terri Carlock (IPUC)

